

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT
CORPORATION and LAW DEBENTURE
TRUST COMPANY OF NEW YORK,

Plaintiffs,

V.

C.A. No. 04-1494 (JJF)

NORTHWESTERN CORPORATION,

Defendant.

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

V.

C.A. No. 05-499 (JJF)

MICHAEL J. HANSON and ERNIE J. KINDT,

Defendants.

(PROPOSED) ORDER

AND NOW upon the emergency cross motion (the “Motion”) of Defendant NorthWestern Corporation (“NorthWestern”) for the entry of an Order truncating the normal briefing schedule under Local Rule 7.1.2 and setting an immediate telephonic hearing and for an Order that, pursuant to the Stipulated Protective Order so ordered by the Court on March 21, 2007 (the “Order”), Plaintiffs Magten Asset Management Corporation (“Magten”) and the Law Debenture Trust Company of New York and their counsel immediately return to counsel for NorthWestern or destroy the documents listed on Exhibit A hereto (the “Designated Documents”) and sanction Plaintiffs and their counsel for the prior violation of the Order;

IT IS HEREBY ORDERED THAT:

1. Plaintiffs shall forthwith comply with their obligations under the Order and immediately cease making any use of the Designated Documents;
2. Plaintiffs shall forthwith return any and all copies of the Designated Documents to counsel for NorthWestern or destroy said documents and any and all copies thereof and provide an immediate certification that such destruction has occurred;
3. Plaintiffs shall forthwith destroy any and all notes, memoranda or other work product based upon or derived from the Designated Documents and provide an immediate certification that such destruction has occurred;
4. Plaintiff Magten and its counsel are hereby sanctioned in the amount of the costs incurred by NorthWestern in connection with this Motion, including reasonable attorneys fees.

SO ORDERED this ____ day of _____, 2007.

Honorable Joseph J. Farnan, Jr.
U.S.D.J.

Exhibit A

Designated Documents

NOR 371624-372806	NOR 063216-7
NOR 413446-413500	NOR 067845-86
NOR 414057-414114	NOR 072813-14
NOR 053296-97	NOR 072815-16
NOR 066670-71	NOR 073773-74
NOR 075185-86	NOR 076260-61
NOR 086411-12	NOR 077858-59
NOR 086481-501	NOR 081375-76
NOR 088303-05	NOR 088910-11
NOR 121152-73	NOR 092308-09
NOR 131455	NOR 087633-34
NOR 135865-67	NOR 117952-953
NOR 142061	NOR 119158-9
NOR 149263-64	NOR 124686-87
NOR 160675-76	NOR 160675-76
NOR 173136-38	NOR 366792-809
NOR 184691-94	NOR 367014-041
NOR 184858-59	NOR 367140-151
NOR 185818-820	NOR 368029-037
NOR 187057-058	NOR 368234-261
NOR 192884-893	NOR 368363-70
NOR 193851-53	NOR 405402-03
NOR 240045-46	NOR 405928-930
NOR 265143	NOR 406074-075
NOR 275785	NOR 406175-180
NOR 371624-2806	NOR 406416-55
NOR 374782-92	NOR 458032-035
NOR 374829-5523	NOR 469466
NOR 411358-1450	NOR 479145-146
NOR 413446-500	NOR 481065-066
NOR 414057-114	NOR 374460-374530
NOR 441828-32	NOR 067847-067849
NOR 452810-11	NOR 086481-086559
NOR 452812	NOR 367071-367073
NOR 452820	NOR 367124-367130
NOR 458221-26	NOR 368038-368101
NOR 459119-20	NOR 405532-405536
NOR 458213-215	NOR 405683-405684
NOR 463654	NOR 405703
NOR 481063-64	NOR 405713-405718
NOR 481065-66	NOR 405789-405791
NOR 481073	NOR 405850-405851
NOR 482791-93	NOR 405857-405859

NOR 405920-405923
NOR 317953-317970
NOR 317980-317984
NOR 365676-365677
NOR 367925-367929
NOR 352700-352711
NOR 352712-352713
NOR 352714-352722
NOR 405298-405308
NOR 406097-406099
NOR 406065-406066
NOR 406103-406104
NOR 406165-406169
NOR 406170-406174
NOR 406759-406797
NOR 440103-440107